

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201
TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 25151 FILED
AUG 17 2004 3-22 PM
SURFACE TRANSPORTATION BOARD

August 17, 2004

New Recordation No.

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease") dated as of August 11, 2004.

The parties to the enclosed Lease are:

Flex Leasing I, LLC - LESSOR
Suite 730
221 Main Street
San Francisco, CA 94105

M. Weingold and Company - LESSEE
3915 East 91st Street
Cleveland, OH 44105

The said Lease, among other things, acts to lease the equipment listed in Annex A thereto by the Lessor to the Lessee and should be recorded under a new number.

The equipment covered by the instant Lease is as identified in Annex A thereto, copy attached, namely 6 gondolas, FLOX 3131, 3133, 3135-3138.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Lease of 6 gondolas, FLOX 3131, 3133, 3135-3138, See Annex A."

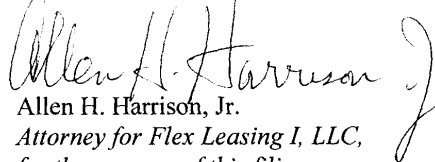
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-CC."

Enclosed is a check in the amount of sixty dollars (\$60.00) in payment of the filing fee (\$30.00) and the cross indexing fee (\$30.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Six (6) 52' – 5'6" sided mill gondola railcars, numbered:

FLOX 3131

FLOX 3133

FLOX 3135 through 3138 inclusive

[M. Weingold and Company]

RECORDATION NO. 25151 FILED

AUG 17 '04 3-22 PM

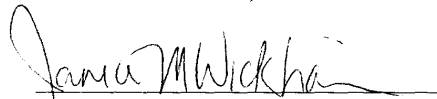
MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

FLEX LEASING I, LLC, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, is a party to a certain (unfiled) lease agreement dated as of June 25, 2004 (the "Lease") with **M. WEINGOLD AND COMPANY** ("Lessee"), having its chief executive office at 3915 East 91st Street, Cleveland, Ohio 44105, covering the railcars listed on Annex A attached hereto.

Dated as of August 11, 2004

FLEX LEASING I, LLC

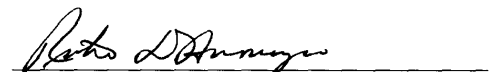

Name: Janice M. Wickham
Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 11 day of August, 2004, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 11th day of August, 2004.

SEAL


Notary Public
My Commission Expires: _____

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County 07
Commission Expires March 30, 20 _____

ANNEX A

Description of Equipment

Six (6) 52' – 5'6" sided mill gondola railcars, numbered:

FLOX 3131

FLOX 3133

FLOX 3135 through 3138 inclusive

[M. Weingold and Company]